

Central Bank

16945-*E*

RECORDATION NO. FILED 1425

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

July 25, 1990

16945-*B*

RECORDATION NO. FILED 1425

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

16945-*C*

RECORDATION NO. FILED 1425

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Carey G. Rector
Senior Vice President

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RECORDATION NO.

AUG

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16945-*A*

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COMMISSION

Secretary, Interstate Commerce Commission
"Documents for Recordation"
Washington, D.C. 20423

16945-*D*

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RECORDATION NO.

AUG 1 1990 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Sirs:

Please find enclosed: INTERSTATE COMMERCE COMMISSION

1. Check in the amount of \$90.00 to file 6 documents
2. Affidavit for Interstate Commerce Commission certifying that copies are true and identical to the original in all respects.

Six (6) documents to file are:

1. Note # 31740
2. Security Agreement - First Lien on 2 cars
3. Security Agreement - Assignment of lease
4. Subordination Agreement
5. Corporate Resolution
6. UCC

3. Affidavit for Corporate Form of Acknowledgement

Thank you for your assistance. If you have any questions, please call.

Respectfully,

Carey G. Rector
Senior Vice President

Central Bank of Houston
55 Waugh Drive at Memorial
P O Box 1540
Houston, Texas 77251
(713) 868-5577

CORPORATE RESOLUTION

16945/1
RECORDATION NO. 16945/1

AUG 1 1990 -9 35 AM

I, the undersigned, Virginia O. Cortinas
Denver Railway Car Company

Secretary of
INTERSTATE COMMERCE COMMISSION
Colorado

(Name of Corporation in Full)

(Name of State Where Organized)

do hereby certify that I am the keeper of the records and of the minutes of the proceedings of the Board of Directors of said corporation, and that the following is a complete, true and correct copy of certain resolutions of the Board of Directors of said corporation duly adopted at a meeting of said Board of Directors, duly and legally called and held on April 3 1990, at which meeting a quorum was

(Date of Meeting)

present and acting throughout, and that said resolutions have not been rescinded, altered or modified.

"Be It Resolved that an account be (established) (continued) in the name of this corporation with the CENTRAL BANK OF HOUSTON under the bank's custom and under the rules and regulations as prescribed by said bank from time to time, wherein may be deposited any of the funds of this corporation whether represented by cash, checks, notes, drafts, bills of exchange, orders for the payment of money, either belonging to, or coming into the possession of, this corporation, as well as any other evidences of debt; and that

John R. Parten

Virginia O. Cortinas

Laurie Saltzman

shall be, and each of them hereby is, authorized to endorse for deposit or negotiation any and all cash, checks, notes, drafts, bills of exchange, orders for the payment of money, either belonging to, or coming into the possession of, this corporation, as well as any other evidence of debt. Endorsements for deposit may be by the written or stamped endorsement of the corporation without designation of the person making the endorsement. This corporation hereby guarantees all prior endorsements on all checks, drafts or other similar instruments that may be deposited by it with said bank.

"Be It Further Resolved that any one of the following:

John R. Parten (singly)

Virginia O. Cortinas (singly)

Laurie Saltzman (singly)

(Please indicate in what manner the above-named officers or persons are to sign—singly, any two, or jointly, etc.)

of this corporation ~~(are)~~ (is) authorized to sign any and all checks, drafts, and orders, including orders of directions in informal or letter form, against any funds at any time standing to the credit of this corporation with said bank and/or against any account of this corporation with said bank; and that said bank is hereby authorized to honor any and all checks, drafts and orders so signed, including those drawn to the individual order of any such officers and/or the other persons signing the same without further inquiry or regard to the authority of said officer and/or other person or the use of said checks, drafts and orders or the proceeds thereof.

"Be It Further Resolved that any one of the following:

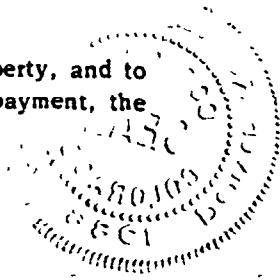
John R. Parten (singly)

(Please indicate in what manner the above named officers or persons are to sign—singly, any two, or jointly, etc.)

of this corporation ~~(are)~~ (is) authorized to borrow from time to time on behalf of this corporation from said bank such sums of money, for such time, and upon such terms as may to them, or any of them, seem advisable, and to execute in the name of this corporation notes, drafts or agreements for the repayment of any sums so borrowed, and they and each of them are hereby authorized to discount with the said bank any of the notes, bills receivable or acceptances held by this corporation upon such terms as they may deem advisable, and to pledge, hypothecate or mortgage as security to said bank any of the notes, bonds, stocks, bills receivable, warehouse receipts and/or other documents, accounts, securities and/or property (real, personal or mixed) of this corporation, and to execute and deliver any and all endorsements or instruments of assignment or transfer which may be necessary or proper in such cases effectually to transfer to the said bank the property so hypothecated, mortgaged or delivered.

"Said named person ~~(are)~~ (is) further authorized:

1. To issue instructions for the conduct of any such account or accounts.
2. To purchase, sell, withdraw, receive and receipt for securities or other property, and to sign orders and other instructions in connection with the purchase, the sale, the payment, the registration and the delivery thereof, and to perform all other acts incident thereto.



3 To deliver to, and deposit with said bank for safe keeping, custody or other purposes any securities or other properties owned or otherwise held by this corporation, and to sign orders and issue instructions in connection with the withdrawal or other disposition of such securities or other property

4 To identify and guarantee assignments, transfers and endorsements for transfer on bonds stock certificates, interim participation, and other certificates, and to identify and guarantee signatures on bonds and stock powers-to-attorney

5 To designate from time to time the person or persons to receive from said bank any and all cancelled checks and/or statements of the accounts of this corporation with said bank

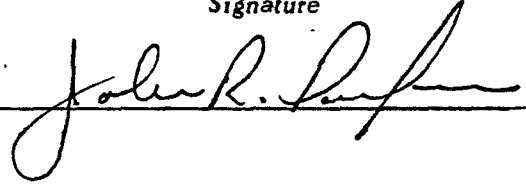
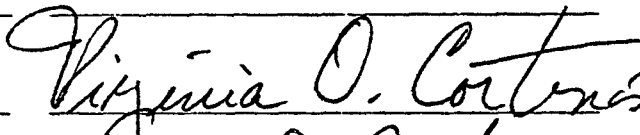
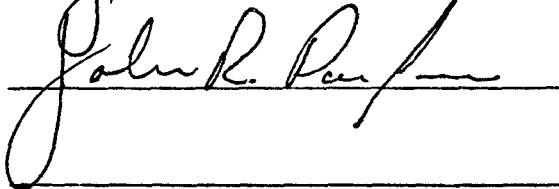
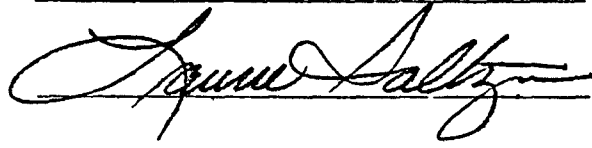
6 To authorize the rental of, and access to, safe deposit box or boxes in the Safe Deposit Department of said bank on behalf of this corporation, and to place into said box or boxes, and to withdraw from said box or boxes, all property of this corporation

7 To authorize the rental of, and access to, the night depositary of said bank, and to make deposits to said night depositary, and to exercise all the privileges of said night depositary according to the bank's custom and under the rules and regulations as prescribed by said bank from time to time, wherein may be deposited any of the funds of this corporation (as said funds are hereinabove defined).

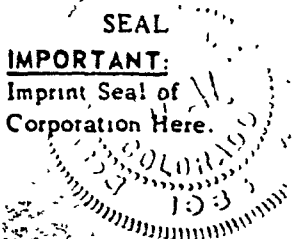
8. To act for this corporation in the transaction of all other business for its account, and to sign orders and issue instructions to said bank in connection therewith.

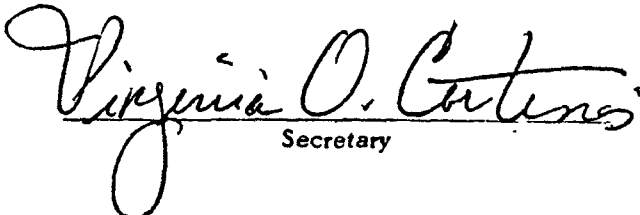
"Be It Further Resolved that each of the foregoing resolutions shall continue in force unless and until written notice of such revocation or change, certified by the President and Secretary of this corporation, shall have been delivered to said bank by delivering same to its President, or one of its Vice Presidents or its Cashier at its banking office: but if the authority contained in these resolutions should be revoked or terminated by operation of law without such notice, it is agreed, for the purpose of inducing said bank to act thereunder, that said bank shall be saved harmless from any loss suffered or liability incurred by it in so acting after such revocation or termination without such notice."

I further certify that the following named persons are the officers of said corporation, duly qualified and acting as such; and that the signature of each opposite his name is the genuine signature of each of said officers.

	Printed Name	Signature
President	<u>John R. Parten</u>	<u></u>
Vice-President:	<u></u>	<u></u>
Vice-President.	<u></u>	<u></u>
Secretary:	<u>Virginia O. Cortinas</u>	<u></u>
Treasurer.	<u>John R. Parten</u>	<u></u>
Assistant Secretary:	<u></u>	<u></u>
Assistant Treasurer:	<u></u>	<u></u>
Controller	<u>Laurie Saltzman</u>	<u></u>
	<u></u>	<u></u>
	<u></u>	<u></u>

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of said corporation, this 4th day of April, A. D. 19 90.




Secretary